

RECORDATION NO. 24473-8 FILED

DEC 14 '05 12:08 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

December 14, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of November 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease and Assignment previously filed with the Board under Recordation Numbers 24473-B and -C.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation
d/b/a RBS Asset Finance
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

Assignee: Winmark Limited Funding, LLC
2 Hampshire Street
Foxborough, MA 02035

Mr. Vernon A. Williams
December 14, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

225 bi-level autoracks CPR 2476 – CPR 2700

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

DEC 1 2005

MEMORANDUM OF ASSIGNMENT OF LEASE

This Memorandum of Assignment of Lease between Winmark Limited Funding, LLC (the "Assignee") and ICX Corporation, d/b/a RBS Asset Finance (the "Assignor") is effective as of November 30, 2005.

1. This instrument relates to that certain Master Rail Car Lease Agreement dated as of May 20, 2003 (the "Lease Agreement") and the related Equipment Schedule Series B-1 (the "Schedule") which term shall also include any and all riders, addenda and exhibits attached to the Schedule), between LaSalle National Leasing Corporation ("LaSalle"), as lessor, and Soo Line Railroad Company, as lessee (the "Lessee"), pursuant to which Assignor, as successor by assignment by LaSalle, leased to Lessee 225 Bi-Level Auto Racks bearing the reporting marks and road numbers CPR2476 through CPR2700 (the "Equipment"). The Schedule and, to the extent incorporated in the Schedule, the Lease Agreement, are collectively referred to hereinafter as the "Lease".

2. A Memorandum of Lease dated as of May 24, 2004 with respect to the Lease was recorded with the Surface Transportation Board on June 2, 2004 under Recordation Number 24473-B.

3. A Memorandum of Purchase and Assignment Agreement dated as of July 30, 2004 with respect to the Equipment was recorded with the Surface Transportation Board on August 6, 2004 under Recordation Number 24473-C.

4. Pursuant to certain agreements dated as of November 30, 2005, Assignor assigned its interests in the Equipment and the Lease to Assignee. As a result of these assignments, Assignee has acquired all of the rights, title, and interest in and to the Equipment and the Lease of Assignor.

5. The addresses of the parties are as follows:

Assignor: ICX Corporation, d/b/a RBS Asset Finance, 2 Summit Park Drive, Suite 300, Cleveland, OH 44131

Assignee: Winmark Limited Funding, LLC, 2 Hampshire Street, Foxborough, Massachusetts 02035

6. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement, the Schedule and the assignment agreements and are incorporated herein by reference.

7. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

(remainder of page intentionally left blank; signature page and acknowledgements follow)

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of the date first above written.

ASSIGNEE: WINMARK LIMITED FUNDING, LLC

By: _____

John Pedro, Senior Vice President

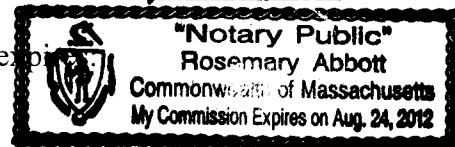
STATE OF MASSACHUSETTS

COUNTY OF NORFOLK

On ^{DEC}November 9, 2005, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Limited Funding, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

Notary Public
My commission expires _____



ASSIGNOR: ICX CORPORATION, d/b/a RBS ASSET FINANCE

By: _____

MICHAEL R. BABBITT
SENIOR VICE PRESIDENT

Its: _____

STATE OF OHIO

COUNTY OF CUYAHOGA

On November 24th, 2005, before me appeared MICHAEL R. BABBITT, to me personally known, who being by me duly sworn says that he/she is the SENIOR VICE PRESIDENT of ICX Corporation, d/b/a RBS Asset Finance, and that he/she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Notary Public

My commission expires _____

DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006